

Exhibit 3

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----x
In Re: Case No:

RESIDENTIAL CAPITAL, LLC, et. al., 12-12020(MG)

Debtors.

-----x

VIDEOTAPE DEPOSITION OF JAMES WHITLINGER

New York, New York

November 15, 2012

9:39 a.m.

Reported by:
ERICA L. RUGGIERI, RPR
JOB NO: 27649

2

1

2

3

4 November 15, 2012

5 9:39 a.m.

6

7

8 Deposition of JAMES WHITLINGER,
9 held at the offices of Kramer, Levin,
10 Naftalis & Frankel, 1177 Avenue of the
11 Americas, New York, New York, pursuant
12 to Notice, before Erica L. Ruggieri,
13 Registered Professional Reporter and
14 Notary Public of the State of New
15 York.

16

17

18

19

20

21

22

23

24

25

1

2 A P P E A R A N C E S:

3

4 FOR THE OFFICIAL COMMITTEE

5 OF UNSECURED CREDITORS:

6 KRAMER, LEVIN, NAFTALIS & FRANKEL, LLP

7 1177 Avenue of the Americas

8 New York, New York 10036

9 BY: CRAIG SIEGEL, ESQ.

10 csiegel@kramerlevin.com

11 DANNIE CHO, ESQ.

12 dcho@kramerlevin.com

13 SAMANTHA KAGAN

14

15 FOR THE DEBTORS AND MR. WHITLINGER:

16 MORRISON & FOERSTER, LLP

17 755 Page Mill Road

18 Palo Alto, CA 94304-1018

19 BY: DARRYL RAINS, ESQ.

20 drains@mofo.com

21 JOEL C. HAIMS, ESQ. (New York)

22 jhaims@mofo.com

23 MONICA CASTRO (New York)

24 mcastro@mofo.com

25

1

2 A P P E A R A N C E S: (Cont'd.)

3

4 FOR THE AD HOC GROUP OF

5 JUNIOR SECURED NOTEHOLDERS:

6 WHITE & CASE, LLP

7 1155 Avenue of the Americas

8 New York, New York 10036

9 BY: HARRISON DENMAN, ESQ.

10 hdenman@whitecase.com

11

12 FOR ALLY FINANCIAL INC.:

13 KIRKLAND & ELLIS, LLP

14 655 Fifteenth Street, N.W.

15 Washington D.C. 20005

16 BY: FLETCHER NATHANIEL SMITH, III, ESQ.

17 nathaniel.smith@kirkland.com

18

19 FOR BANK OF NEW YORK MELLON:

20 DECHERT, LLP

21 1095 Avenue of the Americas

22 New York, New York 10036

23 BY: REBECCA S. KAHAN, ESQ.

24 rebecca.kahan@dechert.com

25

1
2 A P P E A R A N C E S: (Cont'd.)
3

4 FOR WELLS FARGO:
5

ALSTON & BIRD, LLP

90 Park Avenue, 12th Floor

New York, New York 10016

BY: MICHAEL JOHNSON, ESQ.

michael.johnson@alston.com

10

11 FOR MBIA:
12

CADWALADER, WICKERSHAM & TAFT, LLP

One World Financial Center

New York, New York 10281

BY: JASON JURGENS, ESQ.

jason.jurgens@cwt.com

INGRID BAGBY, ESQ.

ingrid.bagby@cwt.com

19

20 FOR THE EXAMINER:
21

CHADBOURNE & PARKE, LLP

30 Rockefeller Plaza

New York, New York 10112

BY: MICHAELA COHEN

mcohen@chadbourne.com

1

2 A P P E A R A N C E S: (Cont'd)

3

4 FOR DEUTSCHE BANK:

5 MORGAN, LEWIS & BOCKIUS, LLP

6 1111 Pennsylvania Ave., NW

7 Washington, DC 20004-2541

8 BY: TONYA E. OLIVER, ESQ.

9 toliver@morganlewis.com

10

11 FOR THE LAW DEBENTURE:

12 SEWARD & KISSEL, LLP

13 One Battery Park Plaza

14 New York, New York 10004

15 BY: BENAY L. JOSSELSON, ESQ.

16 josselson@sewkis.com

17

18 FOR THE U.S. BANK:

19 SEWARD & KISSEL, LLP

20 One Battery Park Plaza

21 New York, New York 10004

22 BY: LAURIE BINDER, ESQ.

23 binder@sewkis.com

24

25

1

2 A P P E A R A N C E S: (Cont'd.)

3

4 FOR THE POTENTIAL OBJECTOR FGIC:

5 JONES DAY

6 222 East 41st Street

7 New York, New York 10017-6702

8 BY: HOWARD F. SIDMAN, ESQ.

9 hfsidman@jonesday.com

10 MICHAEL O. THAYER, ESQ.

11 mothayer@jonesday.com

12

13 FOR THE RMBS STEERING COMMITTEE:

14 ROPES & GRAY, LLP

15 800 Boylston Street

16 Boston, MA 02199-3600

17 BY: ANDREW G. DEVORE, ESQ.

18 andrew.devore@ropesgray.com

19

20 FOR WILMINGTON TRUST:

21 CLEARY, GOTTLIEB, STEEN & HAMILTON, LLP

22 One Liberty Plaza

23 New York, New York 10006

24 BY: MARK LIGHTNER, ESQ.

25 mlightner@cgsh.com

1

2 A P P E A R A N C E S: (Cont'd)

3

4 FOR ALLY FINANCIAL:

5 CARTER LEDYARD & MILBURN, LLP

6 2 Wall Street

7 New York, New York 10005

8 BY: MICHAEL BAUSCHER, ESQ.

9 bauscher@clm.com

10

11 FOR THE STEERING COMMITTEE INVESTORS:

12 GIBBS & BRUNS, LLP

13 1100 Louisiana, Suite 5300

14 Houston, Texas 77002

15 BY: KATE KAUFMANN SHIH, ESQ.

16 kshih@gibbsbruns.com

17

18

19 ALSO PRESENT:

20 CARLOS KING, Videographer

21

22

23

24

25

1 JAMES WHITLINGER

2 \$8.7 billion amount was arrived at?

3 MR. RAINS: Objection. Asked

4 and answered.

5 A. Yeah, as I had stated before
6 there was an arm's length negotiation with
7 Kathy Patrick. They discussed with our
8 lawyers and their lawyers the possible
9 claims that could be brought forth and
10 they had an arm's length negotiation on
11 evaluating what all those claims could be
12 and what the risk to -- to not settle
13 would be versus settling and landed on
14 \$8.7 billion.

15 Q. Is it your understanding that
16 the \$8.7 billion was arrived at because
17 that was the number that Mr. Lee needed to
18 agree to in order to get Ms. Patrick to
19 settle with ResCap?

20 A. Can you rephrase the question?

21 Q. Well, the 8 point -- you
22 understand the \$8.7 billion was not
23 derived at by an independent analysis of
24 ResCap determining what ResCap thinks the
25 claims were worth, it was derived from

1 JAMES WHITLINGER

2 just a negotiation and a number that
3 Mr. Lee needed to get Ms. Patrick to agree
4 to settle?

5 MR. RAINS: Objection. It's
6 been asked and answered. It also
7 assumes facts that are not in
8 evidence.

9 A. That's not -- that's not my
10 understanding.

11 Q. What's your understanding?

12 A. My understanding is our legal
13 team had a view based on discussions with
14 Kathy Patrick on what our legal litigation
15 risk would be and negotiated to come up
16 with \$8.7 billion.

17 Q. On or before the May 9th board
18 meeting did you know that Mr. Cancelliere
19 had challenged Ms. Patrick's roll rates as
20 too high and had challenged her use of a
21 historical average severity rate that did
22 not account for an improving housing
23 market?

24 MR. RAINS: Objection. That
25 misstates Mr. Cancelliere's testimony.

179

C E R T I F I C A T I O N

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

I, ERICA L. RUGGIERI, RPR and a
Notary Public within and for the State
of New York, do hereby certify:

10 That I reported the proceedings
11 in the within-entitled matter, and
12 that the within transcript is a true
13 record of such proceedings.

I further certify that I am not related by blood or marriage, to any of the parties in this matter and that I am in no way interested in the outcome of this matter.

19 IN WITNESS WHEREOF, I have
20 hereunto set my hand this 16th day
21 of November, 2012.

ERICA L. RUGGIERI, RPR